

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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JAY R. BARNES, On Behalf of Himself And :  
All Others Similarly Situated, :  
Plaintiff, :  
: No.: 08 CV 6680  
-against- :  
GENERAL GROWTH PROPERTIES, INC., :  
JOHN L. BUCKSBAUM, ALAN COHEN, :  
ANTHONY DOWNS, BERNARD FREIBAUM, :  
ADAM METZ, ROBERT A. MICHAELS, :  
THOMAS H. NOLAN, JR., JOHN RIORDAN, :  
BETH STEWART, and JOHN DOES 1-20, :  
Defendants. :  
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NATHAN B. ZABLE, On Behalf of Himself And :  
All Others Similarly Situated, :  
Plaintiff, :  
-against- :  
GENERAL GROWTH PROPERTIES, INC., :  
JOHN L. BUCKSBAUM, ALAN COHEN, :  
ANTHONY DOWNS, BERNARD :  
FREIBAUM, ADAM METZ, ROBERT A. :  
MICHAELS, THOMAS H. NOLAN, JR., JOHN :  
RIORDAN, BETH STEWART, and JOHN :  
DOES 1-20, :  
Defendants. :  
-----x

[Additional captions on following page]

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LARRY STETKA, Individually and On :  
Behalf of All Others Similarly Situated, :  
: Plaintiff, :  
: : No.: 08 CV 6916  
-against- :  
: :  
GENERAL GROWTH PROPERTIES, INC., :  
JOHN L. BUCKSBAUM, ADAM METZ, :  
THOMAS H. NOLAN, JR. ANTHONY :  
DOWNS, BETH STEWART, ALAN COHEN, :  
JOHN RIORDAN, BERNARD FREIBAUM, :  
ROBERT A. MICHAELS, and JOHN DOES 1-10, :  
: Defendants. :  
: :  
-----x  
DANA KAMINSKE, individually and on behalf :  
of all others similarly situated, :  
: Plaintiff, :  
: : No.: 09 CV 0084  
-against- :  
: :  
GENERAL GROWTH PROPERTIES, INC., :  
GGP LIMITED PARTNERSHIP, :  
JOHN BUCKSBAUM, MATHEW BUCKSBAUM, :  
ROBERT A. MICHAELS, ADAM METZ, :  
THOMAS NOLAN, JR., JOHN RIORDAN, ALAN :  
COHEN, ANTHONY DOWNS, BERNARD :  
FREIBAUM, BETH STEWART, :  
GENERAL GROWTH PROPERTIES, INC. :  
401(K) SAVINGS PLAN ADMINISTRATIVE :  
COMMITTEE, CHARLES :  
LHOTKA AND JOHN DOES 1-10, :  
: Defendants. :  
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**MOTION FOR ENTRY OF [PROPOSED] PRETRIAL ORDER NO. 1  
CONSOLIDATING THE ERISA ACTIONS AND  
APPOINTING INTERIM LEAD COUNSEL AND INTERIM LIAISON COUNSEL**

Pursuant to Fed. R. Civ. P. 23(g) and 42(a), plaintiff Dana Kaminske, through her undersigned counsel, respectfully moves this Court for entry of the [Proposed] Pretrial Order No. 1 consolidating the above-captioned actions (the “ERISA Actions”), and appointing Interim Lead Counsel and Interim Liaison Counsel (the “Proposed pretrial Order”). In support of her motion, plaintiff states as follows:

The Plaintiffs in the above-captioned actions (the “Plaintiffs”) filed their respective complaints against General Growth Properties, Inc. (“General Growth”) and certain officers and directors of the Company, as well as other fiduciaries of the General Growth Properties, Inc. 401(k) Savings Plan (the “Plan”) under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), 29 U.S.C. § 1132.<sup>1</sup> Plaintiffs filed the ERISA Actions individually and on behalf of a class of all persons who were participants in or beneficiaries of the Plan during a defined period through and including the present. Plaintiff is not aware of any other ERISA actions, other than those above-captioned, arising out of the same operative facts pending in this or any other judicial district.

In their complaints, Plaintiffs similarly allege that defendants breached their fiduciary duties to Plaintiffs and other members of the purported class in connection with the Plan’s investment in General Growth stock, including, *inter alia*, by failing to monitor properly General Growth stock as a Plan retirement investment alternative and failing to advise plaintiffs and members of the class that General Growth stock was an imprudent retirement investment alternative, due to General Growth’s substantial debt and its inability to obtain the financing necessary to refinance such debt.

The ERISA Actions seek relief pursuant to Sections 409 and 502(a)(2) and (3) of ERISA,

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<sup>1</sup> Plaintiffs in the ERISA Actions filed their complaints on November 20, 2008, November 25, 2008, December 3, 2008, and January 7, 2009, respectively.

29 U.S.C. §§ 409 and 1132(a)(2) and (3), on behalf of the Plan, alleging, *inter alia*, that defendants are responsible for restoring losses sustained by the Plan as a result of defendants' breaches of their fiduciary duties.

Because the ERISA Actions contain similar allegations and seek similar relief on behalf of a class (*i.e.* participants in and beneficiaries of the Plan), it is appropriate, in accordance with Rules 23(g) and 42(a) of Federal Rules of Civil Procedure, and the *Manual for Complex Litigation, Fourth Edition* (2004), for the Court to enter an Order setting forth procedures for the efficient management of this action, and appointing a leadership structure of Interim Lead Counsel and Interim Liaison Counsel.

In accordance with the recommendations of Rules 23(g) and 42(a) and the *Manual*, Plaintiffs submit for the Court's consideration a proposed form of Pretrial Order No. 1 which provides for: (1) consolidation of the above-captioned actions and actions subsequently filed in or transferred to this District; (2) designation of a Master File Docket number; (3) establishment of efficient procedures for the filing and docketing of papers with the Clerk of this Court; (4) appointment of Robert I. Harwood of Harwood Feffer LLP as Interim Lead Counsel; (5) appointment of Marvin A. Miller of Miller Law LLC as Interim Liaison Counsel; and (6) a preliminary schedule for these proceedings.

This Motion is based on the enclosed [Proposed] Pretrial Order No. 1, the accompanying Memorandum of Law, Declaration of Robert I. Harwood, and all papers and pleadings in the ERISA Actions.

Dated: January 20, 2009

By /s/ Marvin A. Miller  
Marvin A. Miller  
Lori A. Fanning  
MILLER LAW LLC  
115 S. LaSalle St., Suite 2910  
Chicago, Illinois 60603  
Tel: (312) 332-3400  
Fax: (312) 676-2676  
Email: mmiller@millerlawllc.com  
lfanning@millerlawllc.com

***Proposed Interim Liaison Counsel for Plaintiff***

Robert I. Harwood  
HARWOOD FEFFER LLP  
488 Madison Avenue, 8th Floor  
New York, NY 10022  
Tel: (212) 935-7400  
Fax: (212) 753-3630  
Email: rharwood@hffesq.com

***Proposed Interim Lead Counsel for Plaintiff***